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Florida Department of State

Division of Corporations
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TALLAHASSEE, FLORIDA

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To:

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Account Name : TRANSCORPORATE SERVICES INC
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Garden Venture Capital, LLC

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M.S. Greene & Associates, P.A.

Attorneys & Counselors at Law
269 Giralda Avenue, Suite 201
Coral Gables, FL 33134

T 305.444.2610
F 305.444.2655

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**PRIVATE & CONFIDENTIAL
FAX TRANSMITTAL FORM**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Secretary of State – Division of Corporations
ATTN: LLC Filings

TELEFAX NO.: 850.205.0383

TELEPHONE NO.: 800..755.5111

FROM: Jason Lamberton, Law Clerk

RE: E-Filing by Fax - LLC

DATE: December 9, 2004

NUMBER OF PAGES: 6 (Including this cover page)

MESSAGE:

E-Filing by Fax

Please find attached our Electronic Cover Sheet and corresponding Articles of Organization for the following LLC entity:

1. Garden Venture Capital, LLC

If you should have any questions, please contact our office.

Thank you.

Enclosure:

Confidentiality Notice: The information contained in this transmission is legally privileged and confidential, intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you receive this communication in error, please notify us immediately by telephone (collect) and return the original message to us at the above listed address via the U.S. Postal Service. We will reimburse you for postage and/or telephone expenses involved.

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FAX AUDIT NO.: H040002434703

ARTICLES OF ORGANIZATION

OF

GARDEN VENTURE CAPITAL, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I

Name

The name of the limited liability company is: Garden Venture Capital, LLC (the "Company").

Article II

Duration

This Company shall exist on the date of execution of these Articles as filed with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III

Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is: 12330 S.W. 53rd Street, Suite 705, Cooper City, Florida 33330.

Article IV

Initial Registered Office and Agent

The name of the initial registered agent of this Company is Transcorporate Services Inc. and the street address of the initial registered office of this Company is at 269 Giralda Avenue, Suite 201, Coral Gables, Florida 33134.

Article V

Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only as provided in the Regulations and Operating Agreement of the Company.

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TALLAHASSEE, FLORIDA

Article VI
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Regulations and Operating Agreement.

Article VII
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, managing member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, managing member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, managing member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, managing member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform

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constitutes a violation of the criminal law, but such judgment or other final adjudication shall not
estop such person from establishing that he had reasonable cause to believe that his conduct was
lawful or had no reasonable cause to believe that his conduct was unlawful. TALLAHASSEE, FLORIDA

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.


Article VIII
Management

This Company shall initially be managed by the Members in accordance with the Regulations and Operating Agreement of the Company.

Article IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of one or more of the initial members has executed these Articles effective as of the 9th day of December, 2004.


Michael Steven Greene, Authorized Representative

12-09-2004 17:21

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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in the Articles of Organization, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Transcorporate Services Inc.

By: 

Michael Steven Greene, President

Dated: December 9, 2004